



QUARTERLY STATEMENT
AS OF June 30, 2007
OF THE CONDITION AND AFFAIRS OF THE
Unison Health Plan of Tennessee, Inc.

NAIC Group Code	2718 (Current Period)	2718 (Prior Period)	NAIC Company Code	11139	Employer's ID Number	62-1839257
Organized under the Laws of	Tennessee		State of Domicile or Port of Entry	Tennessee		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[] Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[] No[X] N/A[] Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]					
Incorporated/Organized	08/09/2000		Commenced Business	07/01/2001		
Statutory Home Office	1000 Ridgeway Loop Road, Suite 203 (Street and Number)		Memphis, TN 38120 (City, or Town, State and Zip Code)			
Main Administrative Office	c/o Unison Administrative Services 1001 Brinton Rd (Street and Number) Pittsburgh, PA 15221 (City or Town, State and Zip Code)					
Mail Address	c/o Unison Administrative Services 1001 Brinton Rd (Street and Number or P.O. Box)		Pittsburgh, PA 15221 (City, or Town, State and Zip Code)	(412)858-4000 (Area Code) (Telephone Number)		
Primary Location of Books and Records	c/o Unison Administrative Services 1001 Brinton Rd (Street and Number) Pittsburgh, PA 15221 (City, or Town, State and Zip Code)					
Internet Website Address	www.unisonhealthplan.com		(412)858-4000 (Area Code) (Telephone Number)			
Statutory Statement Contact	Leslie Ann Gelpi (Name) Leslie.Gelpi@unisonhealthplan.com (E-Mail Address)		(412)858-4145 (Area Code)(Telephone Number)(Extension) (412)457-1414 (Fax Number)			
Policyowner Relations Contact	c/o Unison Administrative Services 1001 Brinton Rd (Street and Number) Pittsburgh, PA 15221 (City, or Town, State and Zip Code)					
			(800)414-9025 (Area Code) (Telephone Number)(Extension)			

OFFICERS

Name	Title
John Paul Blank M.D.	Chief Executive Officer
Vacant	President
David William Thomas	Secretary
Leslie Ann Gelpi	Treasurer
Michael Aloysius Orians	Vice President & Asst. Treasurer
William Howard Lawson Jr.	Vice President & Asst. Secretary
John Hull Dobbs Jr.	Vice President

OTHERS

DIRECTORS OR TRUSTEES

John Paul Blank M.D. John Hull Dobbs Jr.
William Howard Lawson Jr.

State of Pennsylvania
County of Allegheny ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature) Vacant	(Signature) David W. Thomas	(Signature) Leslie Ann Gelpi
(Printed Name) 1.	(Printed Name) 2.	(Printed Name) 3.
President	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me this _____ day of _____, 2007

a. Is this an original filing? Yes[X] No[]

b. If no, 1. State the amendment number _____

2. Date filed _____

3. Number of pages attached _____

(Notary Public Signature)

ASSETS

		Current Statement Date			4
		1	2	3	
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31, Prior Year Net Admitted Assets
1.	Bonds	4,568,211		4,568,211	3,096,106
2.	Stocks:				
2.1	Preferred stocks				
2.2	Common stocks				
3.	Mortgage loans on real estate:				
3.1	First liens				
3.2	Other than first liens				
4.	Real estate:				
4.1	Properties occupied by the company (less \$.....0 encumbrances)				
4.2	Properties held for the production of income (less \$.....0 encumbrances)				
4.3	Properties held for sale (less \$.....0 encumbrances)				
5.	Cash (\$.....4,329,414), cash equivalents (\$.....0) and short-term investments (\$.....0)	4,329,414		4,329,414	3,043,928
6.	Contract loans (including \$.....0 premium notes)				
7.	Other invested assets				
8.	Receivables for securities				
9.	Aggregate write-ins for invested assets				
10.	Subtotals, cash and invested assets (Lines 1 to 9)	8,897,625		8,897,625	6,140,034
11.	Title plants less \$.....0 charged off (for Title insurers only)				
12.	Investment income due and accrued	62,978		62,978	50,170
13.	Premiums and considerations:				
13.1	Uncollected premiums and agents' balances in the course of collection				
13.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums)				
13.3	Accrued retrospective premiums				
14.	Reinsurance:				
14.1	Amounts recoverable from reinsurers				
14.2	Funds held by or deposited with reinsured companies				
14.3	Other amounts receivable under reinsurance contracts				
15.	Amounts receivable relating to uninsured plans	366,482		366,482	510,045
16.1	Current federal and foreign income tax recoverable and interest thereon				
16.2	Net deferred tax asset				
17.	Guaranty funds receivable or on deposit				
18.	Electronic data processing equipment and software				
19.	Furniture and equipment, including health care delivery assets (\$.....0)				
20.	Net adjustments in assets and liabilities due to foreign exchange rates				
21.	Receivables from parent, subsidiaries and affiliates				
22.	Health care (\$.....6,123) and other amounts receivable	6,123	1,782	4,341	
23.	Aggregate write-ins for other than invested assets				
24.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	9,333,208	1,782	9,331,426	6,700,249
25.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26.	Total (Lines 24 and 25)	9,333,208	1,782	9,331,426	6,700,249
DETAILS OF WRITE-INS					
0901.	.....			
0902.	.....			
0903.	.....			
0998.	Summary of remaining write-ins for Line 9 from overflow page				
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above)				
2301.	.....			
2302.	.....			
2303.	.....			
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)				

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$.....0 reinsurance ceded)	1,782,652		1,782,652	243,979
2.	Accrued medical incentive pool and bonus amounts				
3.	Unpaid claims adjustment expenses	722,603		722,603	504,439
4.	Aggregate health policy reserves	39,551		39,551	
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance	560,564		560,564	
9.	General expenses due or accrued	17,659		17,659	33,059
10.1	Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))				
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others				
13.	Remittances and items not allocated				
14.	Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates	326,103		326,103	467,175
16.	Payable for securities				
17.	Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers)				
18.	Reinsurance in unauthorized companies				
19.	Net adjustments in assets and liabilities due to foreign exchange rates				
20.	Liability for amounts held under uninsured plans	264,933		264,933	
21.	Aggregate write-ins for other liabilities (including \$.....0 current)				
22.	Total liabilities (Lines 1 to 21)	3,714,065		3,714,065	1,248,652
23.	Aggregate write-ins for special surplus funds	X X X	X X X		
24.	Common capital stock	X X X	X X X	100	100
25.	Preferred capital stock	X X X	X X X		
26.	Gross paid in and contributed surplus	X X X	X X X	2,989,400	2,989,400
27.	Surplus notes	X X X	X X X		
28.	Aggregate write-ins for other than special surplus funds	X X X	X X X		
29.	Unassigned funds (surplus)	X X X	X X X	2,627,861	2,462,097
30.	Less treasury stock, at cost:				
30.1	.....0 shares common (value included in Line 24 \$.....0)	X X X	X X X		
30.2	.....0 shares preferred (value included in Line 25 \$.....0)	X X X	X X X		
31.	Total capital and surplus (Lines 23 to 29 minus Line 30)	X X X	X X X	5,617,361	5,451,597
32.	Total Liabilities, capital and surplus (Lines 22 and 31)	X X X	X X X	9,331,426	6,700,249
DETAILS OF WRITE-INS					
2101.	.....			
2102.	.....			
2103.	.....			
2198.	Summary of remaining write-ins for Line 21 from overflow page				
2199.	TOTALS (Lines 2101 through 2103 plus 2198) (Line 21 above)				
2301.	.....	X X X	X X X		
2302.	.....	X X X	X X X		
2303.	.....	X X X	X X X		
2398.	Summary of remaining write-ins for Line 23 from overflow page	X X X	X X X		
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	X X X	X X X		
2801.	.....	X X X	X X X		
2802.	.....	X X X	X X X		
2803.	.....	X X X	X X X		
2898.	Summary of remaining write-ins for Line 28 from overflow page	X X X	X X X		
2899.	TOTALS (Lines 2801 through 2803 plus 2898) (Line 28 above)	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date
		1 Uncovered	2 Total	3 Total
1.	Member Months	X X X	3,446	
2.	Net premium income (including \$.....0 non-health premium income)	X X X	2,328,304	
3.	Change in unearned premium reserves and reserves for rate credits	X X X		
4.	Fee-for-service (net of \$.....0 medical expenses)	X X X		
5.	Risk revenue	X X X		
6.	Aggregate write-ins for other health care related revenues	X X X		
7.	Aggregate write-ins for other non-health revenues	X X X		
8.	Total revenues (Lines 2 to 7)	X X X	2,328,304	
Hospital and Medical:				
9.	Hospital/medical benefits		1,441,297	
10.	Other professional services		412,751	
11.	Outside referrals			
12.	Emergency room and out-of-area		51,087	
13.	Prescription drugs		153,577	
14.	Aggregate write-ins for other hospital and medical		767	
15.	Incentive pool, withhold adjustments and bonus amounts			
16.	Subtotal (Lines 9 to 15)		2,059,479	
Less:				
17.	Net reinsurance recoveries			
18.	Total hospital and medical (Lines 16 minus 17)		2,059,479	
19.	Non-health claims (net)			
20.	Claims adjustment expenses, including \$.....(122,091) cost containment expenses		(37,274)	(115,906)
21.	General administrative expenses		218,641	(79,248)
22.	Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only)			
23.	Total underwriting deductions (Lines 18 through 22)		2,240,846	(195,154)
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	87,458	195,154
25.	Net investment income earned		159,748	99,209
26.	Net realized capital gains (losses) less capital gains tax of \$.....0			
27.	Net investment gains or (losses) (Lines 25 plus 26)		159,748	99,209
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)]			
29.	Aggregate write-ins for other income or expenses			
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	X X X	247,206	294,363
31.	Federal and foreign income taxes incurred	X X X	79,660	98,052
32.	Net income (loss) (Lines 30 minus 31)	X X X	167,546	196,311
DETAILS OF WRITE-INS				
0601.	.....	X X X		
0602.	.....	X X X		
0603.	.....	X X X		
0698.	Summary of remaining write-ins for Line 6 from overflow page	X X X		
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X		
0701.	.....	X X X		
0702.	.....	X X X		
0703.	.....	X X X		
0798.	Summary of remaining write-ins for Line 7 from overflow page	X X X		
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X		
1401.	Miscellaneous Medical Expense		767	
1402.	.....		
1403.	.....		
1498.	Summary of remaining write-ins for Line 14 from overflow page			
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)		767	
2901.	.....		
2902.	.....		
2903.	.....		
2998.	Summary of remaining write-ins for Line 29 from overflow page			
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)			

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1	2	3
		Current Year To Date	Prior Year To Date	Prior Year
CAPITAL & SURPLUS ACCOUNT				
33.	Capital and surplus prior reporting year	5,451,597	4,956,514	4,956,514
34.	Net income or (loss) from Line 32	167,546	196,311	480,361
35.	Change in valuation basis of aggregate policy and claim reserves			
36.	Change in net unrealized capital gains (losses) less capital gains tax of \$.0			
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax			
39.	Change in nonadmitted assets	(1,782)	14,722	14,722
40.	Change in unauthorized reinsurance			
41.	Change in treasury stock			
42.	Change in surplus notes			
43.	Cumulative effect of changes in accounting principles			
44.	Capital Changes:			
44.1	Paid in			
44.2	Transferred from surplus (Stock Dividend)			
44.3	Transferred to surplus			
45.	Surplus adjustments:			
45.1	Paid in			
45.2	Transferred to capital (Stock Dividend)			
45.3	Transferred from capital			
46.	Dividends to stockholders			
47.	Aggregate write-ins for gains or (losses) in surplus			
48.	Net change in capital and surplus (Lines 34 to 47)	165,764	211,033	495,083
49.	Capital and surplus end of reporting period (Line 33 plus 48)	5,617,361	5,167,547	5,451,597
DETAILS OF WRITE-INS				
4701.	.....	.....	.....	.....
4702.	.....	.....	.....	.....
4703.	.....	.....	.....	.....
4798.	Summary of remaining write-ins for Line 47 from overflow page .....	.....	.....	.....
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above) .....	.....	.....	.....

CASH FLOW

		1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations			
1.	Premiums collected net of reinsurance	2,928,419	
2.	Net investment income	143,908	191,918
3.	Miscellaneous income		
4.	Total (Lines 1 to 3)	3,072,327	191,918
5.	Benefit and loss related payments	526,929	(10,333)
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	(311,723)	(548,687)
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)		
10.	Total (Lines 5 through 9)	215,206	(559,020)
11.	Net cash from operations (Line 4 minus Line 10)	2,857,121	750,938
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds		1,400,000
12.2	Stocks		
12.3	Mortgage loans		
12.4	Real estate		
12.5	Other invested assets		
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments		
12.7	Miscellaneous proceeds		
12.8	Total investment proceeds (Lines 12.1 to 12.7)		1,400,000
13.	Cost of investments acquired (long-term only):		
13.1	Bonds	1,469,073	1,894,531
13.2	Stocks		
13.3	Mortgage loans		
13.4	Real estate		
13.5	Other invested assets		
13.6	Miscellaneous applications		
13.7	Total investments acquired (Lines 13.1 to 13.6)	1,469,073	1,894,531
14.	Net increase (or decrease) in contract loans and premium notes		
15.	Net cash from investments (Line 12.8 minus Lines 13.7 and 14)	(1,469,073)	(494,531)
Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):		
16.1	Surplus notes, capital notes		
16.2	Capital and paid in surplus, less treasury stock		
16.3	Borrowed funds		
16.4	Net deposits on deposit-type contracts and other insurance liabilities		
16.5	Dividends to stockholders		
16.6	Other cash provided (applied)	(102,562)	(298,618)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(102,562)	(298,618)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	1,285,486	(42,211)
19.	Cash, cash equivalents and short-term investments:		
19.1	Beginning of year	3,043,928	3,086,139
19.2	End of period (Line 18 plus Line 19.1)	4,329,414	3,043,928

Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

Description		Amount 1	Amount 2
20.0001		

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year										
2. First Quarter	562							562		
3. Second Quarter	820							820		
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	3,446							3,446		
Total Member Ambulatory Encounters for Period:										
7. Physician	1,595							1,595		
8. Non-Physician	88							88		
9. Total	1,683							1,683		
10. Hospital Patient Days Incurred	453							453		
11. Number of Inpatient Admissions	54							54		
12. Health Premiums Written (a)	2,336,403							2,336,403		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	2,336,403							2,336,403		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	520,807							540,514	(19,707)	
18. Amount Incurred for Provision of Health Care Services	2,059,479							2,059,479		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....2,336,403.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
Individually Listed Claims Unpaid						
Rx America	28,159					28,159
0199999 Individually Listed Claims Unpaid	28,159					28,159
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered	141,871	3,488				145,359
0499999 Subtotals	170,030	3,488				173,518
0599999 Unreported claims and other claim reserves						1,609,134
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						1,782,652
0899999 Accrued Medical Incentive Pool And Bonus Amounts						

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business		Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1+3)	6 Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year
		1	2	3	4		
		On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec.31 of Prior Year	On Claims Incurred During the Year		
1.	Comprehensive (hospital & medical)						
2.	Medicare Supplement						
3.	Dental only						
4.	Vision only						
5.	Federal Employees Health Benefits Plan						
6.	Title XVIII - Medicare		545,255		1,518,965		
7.	Title XIX - Medicaid	(19,707)		263,687		243,980	243,979
8.	Other health						
9.	Health subtotal (Lines 1 to 8)	(19,707)	545,255	263,687	1,518,965	243,980	243,979
10.	Healthcare receivables (a)		4,741				
11.	Other non-health						
12.	Medical incentive pools and bonus amounts						
13.	Totals	(19,707)	540,514	263,687	1,518,965	243,980	243,979

(a) Excludes \$.....0 loans or advances to providers not yet expensed.

Notes to Financial Statement

Unison Health Plan of Tennessee, Inc., (the Company) has noted no significant change since prior year-end for Notes 1 through 17 B., 18 A. through 18 B., 19 through 23, and 25 through 31 for the quarter ended June 30, 2007. See Notes 17 C., 18 C. and 24 below.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishment of Liabilities:

C. UHPTN has no wash sales.

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans:

C. (1) The Company initiated operations on January 1, 2007 with its first Medicare Advantage member effective on that date.

(a) Through June 30, 2007 gross revenue of \$237,918 (decreased by \$39,551 of accrued retrospective premium – see Note 24. A. for additional details) was recorded related to the Medicare Part D component of the Medicare Advantage product. Premium is received primarily from the Centers for Medicare & Medicaid Services (CMS). Small monthly premium amounts are also received from members related to Part D coverage.

(b) The Company recorded a liability under the Low Income Subsidy (Cost-Sharing Portion) of the program at June 30, 2007 in the amount of \$146,764, as well as a liability for the advance received on the Part D reinsurance coverage of \$118,169 at June 30, 2007.

(c) Not applicable

(d) Not applicable

24. Retrospectively Rated Contracts:

A. Under the Company’s Medicare Advantage Part D Program as noted above, certain amounts are subject to retrospective premium adjustment. The Company computes accrued retrospective premium adjustments through a comparison of its actual costs under the program compared to the target amount. The amount reported as Accrued Return Retrospective Premiums at June 30, 2007, is \$39,551.

B. The Company records accrued retrospective premium as an adjustment to written premium.

C. The amount of net premiums written by the Company at June 30, 2007 that are subject to retrospective rating features was \$237,918, which represented 10% of the total net premiums written. These premiums are related to the Company’s Medicare Advantage Part D program. No other premiums written by the company are subject to retrospective rating features.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes[] No[X]
- 1.2 If yes, has the report been filed with the domiciliary state?

Yes[] No[] N/A[X]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes[] No[X]
- 2.2 If yes, date of change:

.....
3. Have there been any substantial changes in the organizational chart since the prior quarter end?
If yes, complete the Schedule Y - Part 1 - organizational chart.

Yes[] No[X]
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes[] No[X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
.....

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes[] No[X] N/A[]
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.

..... 08/12/2005.....
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

..... 06/30/2005.....
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

..... 03/24/2006.....
- 6.4 By what department or departments?
Tennessee Department of Commerce and Insurance
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes[] No[X]
- 7.2 If yes, give full information
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes[] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?

Yes[] No[X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
..... Yes[] No[X]	. Yes[] No[X]	. Yes[] No[X]	. Yes[] No[X]	. Yes[] No[X]

FINANCIAL

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes[X] No[]
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended?

Yes[] No[X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers?

Yes[] No[X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).
- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes[] No[X]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$..... 0

INVESTMENT

- 11.1 Has there been any change in the reporting entity's own preferred or common stock?

Yes[] No[X]
- 11.2 If yes, explain:
- 12.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes[] No[X]
- 12.2 If yes, give full and complete information relating thereto:
13. Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$..... 0
14. Amount of real estate and mortgages held in short-term investments:

\$..... 0
- 15.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes[] No[X]
- 15.2 If yes, please complete the following:

GENERAL INTERROGATORIES (Continued)

		1	2
		Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
15.21	Bonds		
15.22	Preferred Stock		
15.23	Common Stock		
15.24	Short-Term Investments		
15.25	Mortgages Loans on Real Estate		
15.26	All Other		
15.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 15.21 to 15.26)		
15.28	Total Investment in Parent included in Lines 15.21 to 15.26 above		

16.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?

16.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement.

Yes[] No[X]
Yes[] No[] N/A[X]

17. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV. H-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

Yes[] No[X]

1	2
Name of Custodian(s)	Custodian Address
.....

17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1	2	3
Name(s)	Location(s)	Complete Explanation(s)
.....	There are no securities which require custody agreements at 6/30/07

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?

17.4 If yes, give full and complete information relating thereto:

Yes[] No[X]

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason
.....

17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1	2	3
Central Registration Depository	Name(s)	Address
.....

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

18.2 If no, list exceptions:

Yes[X] No[]

STATEMENT AS OF **June 30, 2007** OF THE **Unison Health Plan of Tennessee, Inc.**
SCHEDULE A - VERIFICATION

Real Estate		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year		
2.	Increase (decrease) by adjustment		
3.	Cost of acquired		
4.	Cost of additions to and permanent improvements		
5.	Total profit (loss) on sales		
6.	Increase (decrease) by foreign exchange adjustment		
7.	Amount received on sales		
8.	Book/adjusted carrying value at end of current period		
9.	Total valuation allowance		
10.	Subtotal (Lines 8 plus 9)		
11.	Total nonadmitted amounts		
12.	Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)		

SCHEDULE B - VERIFICATION

Mortgage Loans		1	2
		Year To Date	Prior Year Ended December 31
1.	Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year		
2.	Amount loaned during period:		
2.1	Actual cost at time of acquisitions		
2.2	Additional investment made after acquisitions		
3.	Accrual of discount and mortgage interest points and commitment fees		
4.	Increase (decrease) by adjustment		
5.	Total profit (loss) on sale		
6.	Amounts paid on account or in full during the period		
7.	Amortization of premium		
8.	Increase (decrease) by foreign exchange adjustment		
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period		
10.	Total valuation allowance		
11.	Subtotal (Lines 9 plus 10)		
12.	Total nonadmitted amounts		
13.	Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)		

SCHEDULE BA - VERIFICATION

Other Invested Assets		1	2
Description		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year		
2.	Cost of acquisitions during period:		
2.1	Actual cost at time of acquisitions		
2.2	Additional investment made after acquisitions		
3.	Accrual of discount		
4.	Increase (decrease) by adjustment		
5.	Total profit (loss) on sale		
6.	Amounts paid on account or in full during the period		
7.	Amortization of premium		
8.	Increase (decrease) by foreign exchange adjustment		
9.	Book/adjusted carrying value of long-term invested assets at end of current period		
10.	Total valuation allowance		
11.	Subtotal (Lines 9 plus 10)		
12.	Total nonadmitted amounts		
13.	Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)		

SCHEDULE D - VERIFICATION

Bonds and Stocks		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year	3,096,106	2,599,920
2.	Cost of bonds and stocks acquired	1,469,073	1,894,531
3.	Accrual of discount	3,032	2,824
4.	Increase (decrease) by adjustment		
5.	Increase (decrease) by foreign exchange adjustment		
6.	Total profit (loss) on disposal		
7.	Consideration for bonds and stocks disposed of		1,400,000
8.	Amortization of premium		1,169
9.	Book/adjusted carrying value, current period	4,568,211	3,096,106
10.	Total valuation allowance		
11.	Subtotal (Lines 9 plus 10)	4,568,211	3,096,106
12.	Total nonadmitted amounts		
13.	Statement value	4,568,211	3,096,106

SCHEDULE D - PART 1B
Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1	3,097,225	1,469,073		1,913	3,097,225	4,568,211		3,096,106
2. Class 2								
3. Class 3								
4. Class 4								
5. Class 5								
6. Class 6								
7. Total Bonds	3,097,225	1,469,073		1,913	3,097,225	4,568,211		3,096,106
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	3,097,225	1,469,073		1,913	3,097,225	4,568,211		3,096,106

14 Schedule DA Part 1 NONE

14 Schedule DA Part 2 Verification NONE

15 Schedule DB Part F Section 1 NONE

16 Schedule DB Part F Section 2 NONE

SCHEDULE S - CEDED REINSURANCE
Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
Accident and Health - Non-affiliates						
77828	57-0523959 .....	..... 01/01/2007	COMPANION LIFE INS CO	Columbia, SC .....	..... SSL/L/I .....	..... Yes[X] No[]

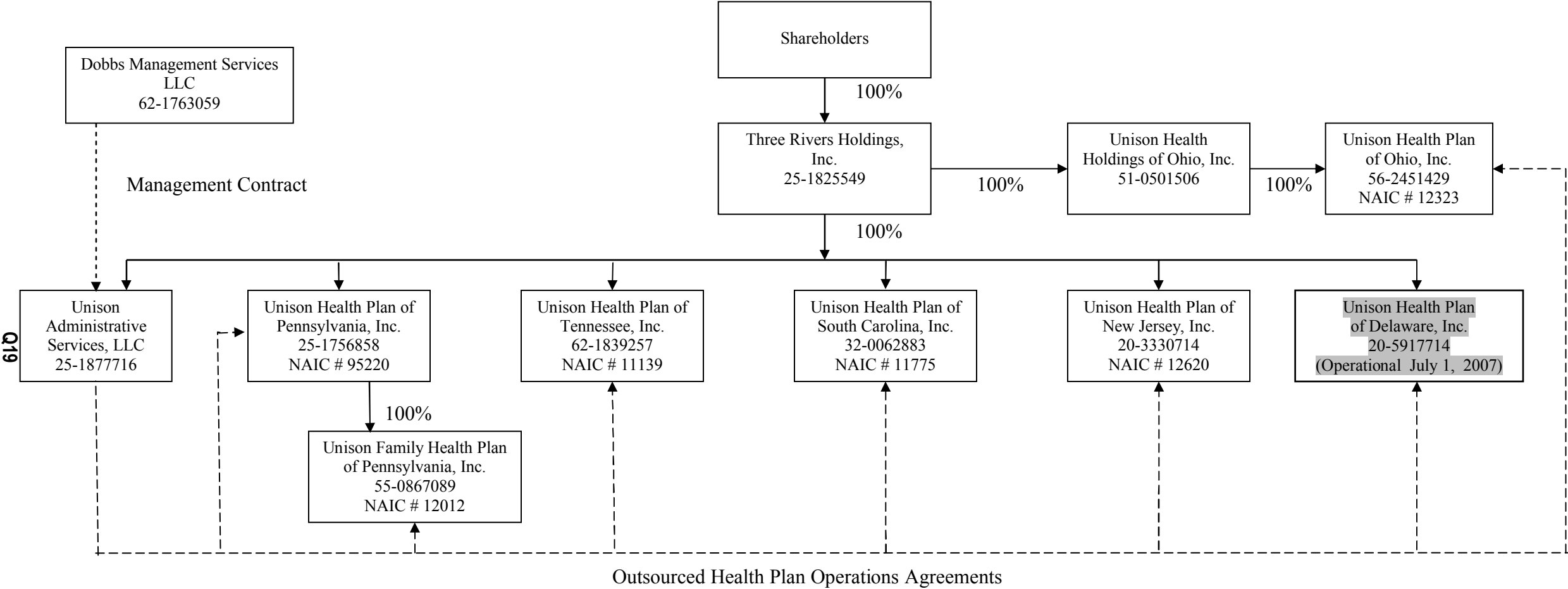
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

		1 Is Insurer Licensed (Yes or No)	Direct Business Only							
			2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
State, Etc.										
1.	Alabama (AL)	No								
2.	Alaska (AK)	No								
3.	Arizona (AZ)	No								
4.	Arkansas (AR)	Yes								
5.	California (CA)	No								
6.	Colorado (CO)	No								
7.	Connecticut (CT)	No								
8.	Delaware (DE)	No								
9.	District of Columbia (DC)	No								
10.	Florida (FL)	No								
11.	Georgia (GA)	No								
12.	Hawaii (HI)	No								
13.	Idaho (ID)	No								
14.	Illinois (IL)	No								
15.	Indiana (IN)	No								
16.	Iowa (IA)	No								
17.	Kansas (KS)	No								
18.	Kentucky (KY)	No								
19.	Louisiana (LA)	No								
20.	Maine (ME)	No								
21.	Maryland (MD)	No								
22.	Massachusetts (MA)	No								
23.	Michigan (MI)	No								
24.	Minnesota (MN)	No								
25.	Mississippi (MS)	Yes								
26.	Missouri (MO)	No								
27.	Montana (MT)	No								
28.	Nebraska (NE)	No								
29.	Nevada (NV)	No								
30.	New Hampshire (NH)	No								
31.	New Jersey (NJ)	No								
32.	New Mexico (NM)	No								
33.	New York (NY)	No								
34.	North Carolina (NC)	No								
35.	North Dakota (ND)	No								
36.	Ohio (OH)	No								
37.	Oklahoma (OK)	No								
38.	Oregon (OR)	No								
39.	Pennsylvania (PA)	No								
40.	Rhode Island (RI)	No								
41.	South Carolina (SC)	No								
42.	South Dakota (SD)	No								
43.	Tennessee (TN)	Yes		2,336,403					2,336,403	
44.	Texas (TX)	No								
45.	Utah (UT)	No								
46.	Vermont (VT)	No								
47.	Virginia (VA)	No								
48.	Washington (WA)	No								
49.	West Virginia (WV)	No								
50.	Wisconsin (WI)	No								
51.	Wyoming (WY)	No								
52.	American Samoa (AS)	No								
53.	Guam (GU)	No								
54.	Puerto Rico (PR)	No								
55.	U.S. Virgin Islands (VI)	No								
56.	Northern Mariana Islands (MP)	No								
57.	Canada (CN)	No								
58.	Aggregate other alien (OT)	X X X								
59.	Subtotal	X X X		2,336,403					2,336,403	
60.	Reporting entity contributions for Employee Benefit Plans	X X X								
61.	Total (Direct Business)	(a) 3		2,336,403					2,336,403	
DETAILS OF WRITE-INS										
5801.		X X X								
5802.		X X X								
5803.		X X X								
5898.	Summary of remaining write-ins for Line 58 from overflow page	X X X								
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X								

(a) Insert the number of yes responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER
MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	RESPONSE
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



E01 Schedule A Part 2 NONE

E01 Schedule A Part 3 NONE

E02 Schedule B Part 1 NONE

E02 Schedule B Part 2 NONE

E03 Schedule BA Part 1 NONE

E03 Schedule BA Part 2 NONE

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments									
912828CL2	US Treasury Note .....	.....	.... 05/04/2007	FTN Financial Capital Markets .....	.... X X X ....	..... 666,773	..... 675,000.00	..... 10,681	1
912828GP9	US Treasury Note .....	.....	.... 05/23/2007	FTN Financial Capital Markets .....	.... X X X ....	..... 502,223	..... 505,000.00	..... 1,482	1
912828GP9	US Treasury Note .....	.....	.... 05/29/2007	FTN Financial Capital Markets .....	.... X X X ....	..... 300,077	..... 302,000.00	..... 1,071	1
0399999 Subtotal - Bonds - U.S. Governments .....					.... X X X ....	..... 1,469,073	..... 1,482,000.00	..... 13,234	.... X X X
6099997 Subtotal - Bonds - Part 3 .....					.... X X X ....	..... 1,469,073	..... 1,482,000.00	..... 13,234	.... X X X
6099998 Summary Item for Bonds Bought and Sold This Quarter .....					.... X X X ....	.... X X X ....	.... X X X ....	.... X X X ....	.... X X X
6099999 Subtotal - Bonds .....					.... X X X ....	..... 1,469,073	..... 1,482,000.00	..... 13,234	.... X X X
6599998 Summary Item for Preferred Stock Bought and Sold This Quarter .....					.... X X X ....	.... X X X ....	.... X X X ....	.... X X X ....	.... X X X
7299998 Summary Item for Common Stock Bought and Sold This Quarter .....					.... X X X ....	.... X X X ....	.... X X X ....	.... X X X ....	.... X X X
7399999 Subtotal - Preferred and Common Stocks .....					.... X X X ....	..... X X X	..... X X X	..... X X X	.... X X X
7499999 Total - Bonds, Preferred and Common Stocks .....					.... X X X ....	..... 1,469,073	..... X X X	..... 13,234	.... X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

E05 Schedule D Part 4 NONE

E06 Schedule DB Part A Section 1 NONE

E06 Schedule DB Part B Section 1 NONE

E07 Schedule DB Part C Section 1 NONE

E07 Schedule DB Part D Section 1 NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1			2	3	4	5	Book Balance at End of Each Month			9
							During Current Quarter			
Depository			Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	*
							First Month	Second Month	Third Month	
open depositories										
PNC Bank - Operating Account	Pittsburgh, PA			5.087	42,884	11,999	4,114,985	3,025,044	4,250,860	X X X
PNC Bank - ASO Account	Pittsburgh, PA			4.937	29,608		81,141	109,689	62,975	X X X
0199998 Deposits in .....1 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories			X X X	X X X			26,079	2,079	15,579	X X X
0199999 Totals - Open Depositories			X X X	X X X	72,492	11,999	4,222,205	3,136,812	4,329,414	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories			X X X	X X X						X X X
0299999 Totals - Suspended Depositories			X X X	X X X						X X X
0399999 Total Cash On Deposit			X X X	X X X	72,492	11,999	4,222,205	3,136,812	4,329,414	X X X
0499999 Cash in Company's Office			X X X	X X X	X X X	X X X				X X X
0599999 Total Cash			X X X	X X X	72,492	11,999	4,222,205	3,136,812	4,329,414	X X X

E09 Schedule E Part 2 Cash Equivalents NONE

Supp1 Medicare Part D Coverage Supplement NONE

Unison Health Plan of Tennessee, Inc.
Reconciliation
NAIC to TN Report 2A
June 30, 2007

Revenue

NAIC	-
add back @ risk reinsurance expense	-
ASO admin fees received	4,445,298
ASO Medical services payments per MSM report	35,801,714
ASO IBNR @ 6/30/07 for DOS in 2007	17,376,986
Premium tax	<u>1,100,304</u>
Revenue per TN report 2A	<u><u>58,724,302</u></u>

Medical Expenses

NAIC	-
add @ risk reinsurance expense	-
ASO claims payments	35,801,714
ASO IBNR @ 6/30/07	<u>17,376,986</u>
Medical Expenses per TN report 2A	<u><u>53,178,700</u></u>

Unison Health Plan of Tennessee, Inc.
Reconciliation
MSM Reports to Report 2A
June 30, 2007

Medical Expense for at Risk business (as reported on NAIC filings)	-
Add Reinsurance Premium for at Risk business	
Payments and remaining IBNR per MSM report for 1/2007-6/2007	<u>53,178,700</u>
total payments and remaining IBNR for 2007	<u><u>53,178,700</u></u>
Medical expenses per TN report 2A	53,178,700
variance	(0)
	(0)
	(0.00)%

Total payments and IBNR for dates of service in 2007 from June 2007 MSM report

Jan-07	9,751,607
Feb-07	8,492,516
Mar-07	8,630,356
Apr-07	8,598,129
May-07	9,633,882
Jun-07	8,072,210
Jul-07	
Aug-07	
Sep-07	
Oct-07	
Nov-07	
Dec-07	
Total	<u><u>53,178,700</u></u>

Report #2A: TENNCARE OPERATIONS STATEMENT OF REVENUES AND EXPENSES
June 30, 2007

Prepared in accordance with instructions from TDCI

	Current Quarter	Current Year	Previous Year
	Total	Total	Total
MEMBER MONTHS	193,936	381,295	704,979
REVENUES:			
1. TennCare Capitation	Current Qtr	YTD	
Capitation	-	-	
ASO Administrative fees received	2,243,915	4,445,298	
ASO Medical expense	26,023,588	53,178,700	
Premium Tax Expense	545,670	1,100,304	
2. Adverse Selection	-	-	-
3. Total (Lines 1 and 2)	28,813,173	58,724,302	97,963,731
4. Investment	49,036	104,712	220,120
5. Other Revenue (Provide detail)	-	-	-
	-	-	-
6. TOTAL (Lines 3 to 5)	28,862,209	58,829,014	98,183,851
EXPENSES:			
Medical and Hospital Services			
7. Capitated Physician Services	177,008	345,634	606,829
8. Fee for Service Physician Services	8,642,357	19,276,437	31,822,586
9. Inpatient Hospital Services	9,847,052	17,481,801	30,325,593
10. Outpatient Services	3,197,586	6,751,271	9,519,716
11. Emergency Room Services	1,113,806	2,939,746	4,636,656
12. Mental Health Services	-	-	-
13. Dental Services	-	-	-
14. Vision Services	126,696	235,577	424,137
15. Pharmacy Services	-	(325)	-
16. Home Health Services	634,298	1,091,209	1,894,114
17. Chiropractic Services	605	1,031	1,597
18. Radiology Services	752,668	1,787,249	2,445,418
19. Laboratory Services	383,975	955,988	1,154,793
20. Durable Medical Equipment Services	427,016	911,057	1,917,547
21. Transportation Services	729,397	1,355,987	2,606,332
22. Outside Referrals	-	-	-
23. Medical Incentive Pool and Withhold Adjustments	-	-	-
24. Occupancy, Depreciation and Amortization	-	-	-
25. Other Medical and Hospital Services (Provide Detail)	66,840	153,325	217,965
27. Subtotal (Lines 7 to 26)	26,099,304	53,285,987	87,573,283
LESS:			
28. Net Reinsurance Recoveries	-	-	-
29. Copayments	6,010	11,154	21,886
30. Subrogation and Coordination of Benefits	69,705	96,132	120,874
Subtotal (Lines 27 to 29)	75,716	107,287	142,760
31. TOTAL MEDICAL AND HOSPITAL (Line 26 less 30)	26,023,588	53,178,700	87,430,523
Administration:			
32. Compensation	-	-	-
33. Marketing	-	-	-
34. Interest Expense	-	-	-
35. Premium Tax Expense	545,670	1,100,304	1,710,858
36. Occupancy, Depreciation and Amortization	-	-	-
37. Other Administration (Provide detail) **	2,098,676	4,247,934	8,314,650
	-	-	-
38. TOTAL ADMINISTRATION (Lines 32 to 37)	2,644,346	5,348,238	10,025,508
39. TOTAL EXPENSES (Lines 31 and 38)	28,667,934	58,526,938	97,456,031
40. Extraordinary Item	-	-	-
41. Provision for Income Tax	74,497	97,341	247,459
	-	-	-
42. NET INCOME/(LOSS) (Line 6 less Lines 39, 40 and 41)	119,778	204,735	480,361

-- Other Administration Detail			
Administration Fees *	2,048,430	4,053,259	8,137,084
Unpaid Claims Adjustment Expense - Change in Reserve	39,943	161,767	106,791
ASO Admin Fees	-	-	-
Legal Fees	-	-	-
Accounting Fees	4,449	10,488	28,994
Consulting	3,253	15,145	22,283
Liability Insurance	-	-	(511)
Printing	-	-	25
Dues, Fees & Subscriptions	(59)	424	640
Bank Fees	2,660	6,851	19,344
State Tax	-	-	-
Fines and Penalties	-	-	-
Case Mgmt Fees	-	-	-
Misc Expenses			
Total Other Administration	2,098,676	4,247,934	8,314,650

* Includes Administrative Fees paid to Affiliates

Other Medical and Hospital			
Misc Medical Expense	-	-	-
Case Management fees	66,840	153,325	217,965

Exhibit 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
Individually Listed Receivables						
0199999 Total Individuals		None				
0299998 Premium due and unpaid not individually listed						
0299999 Total group						
0399999 Premiums due and unpaid from Medicare entities						
0499999 Premiums due and unpaid from Medicaid entities						
0599999 Accident and health premiums due and unpaid (Page 2, Line 10)						

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
Pharmaceutical Rebate Receivables						
Unison Administrative Services, LLC	2,960			1,782	1,782	2,960
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed						
0199999 Subtotal - Pharmaceutical Rebate Receivables						
0299998 Claim Overpayment Receivables - Not Individually Listed						
0299999 Subtotal - Claim Overpayment Receivables						
0399998 Loans and Advances to Providers - Not Individually Listed						
0399999 Subtotal - Loans and Advances to Providers						
0499998 Capitation Arrangements Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangements Receivables						
0599998 Risk Sharing Receivables - Not Individually Listed						
0599999 Subtotal - Risk Sharing Receivables						
0699998 Other Receivables - Not Individually Listed	1,381					1,381
0699999 Subtotal - Other Receivables						
0799999 Gross health care receivables	4,341			1,782	1,782	4,341

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
Individually listed receivables			None				
Unison Health Plan of Pennsylvania, Inc.							
0199999 Total - Individually listed receivables							
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable							